

ISSUER DIRECT CORP
Form 8-K
December 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 6, 2018 (December 5, 2018)

Issuer Direct Corporation
(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------|----------------|
| Delaware | 1-10185 | 26-1331503 |
| (State or other jurisdiction | (Commission | (I.R.S. |
| of incorporation) | File Number) | Employer |
| | | Identification |
| | | No.) |

500 Perimeter Park, Suite D, Morrisville, North Carolina 27560
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (919) 481-4000

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this

chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

As previously reported on the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 4, 2018 (the “Original Form 8-K”), Issuer Direct Corporation, a Delaware corporation (the “Company”), entered into a Stock Repurchase Agreement (the “Repurchase Agreement”) dated November 28, 2018 with EQS Group AG (the “Stockholder”) whereby the Company agreed to repurchase 215,118 shares (the “Repurchased Shares”) of the Company’s common stock, par value \$0.001, from the Stockholder for a per share purchase price of \$12.25, or an aggregate purchase price of \$2.635 million.

On December 5, 2018 (the “Closing Date”), the transaction closed and the Company acquired the Repurchased Shares.

The Stockholder provided the Company certain representations and warranties as part of the Repurchase Agreement, including that the Repurchased Shares represent all of the equity held in the Company, either directly or indirectly, by the Stockholder (including any contingent rights to acquire equity) as of the Closing Date. The Company intends to retire all of the Repurchased Shares.

A copy of the Repurchase Agreement is attached as Exhibit 10.1 to the Original Form 8-K.

On December 6, 2018, the Company issued a press release announcing the Repurchase Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1

Press release issued by Issuer Direct Corporation dated December 6, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Issuer Direct Corporation

Date: December 6, 2018 By: /s/ Brian R. Balbirnie
Brian R. Balbirnie
Chief Executive Officer